IN THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE
(Administrative Transfer from Lewis County Chancery Court)

IN RE:	)	
	)	
SENTINEL TRUST COMPANY	)	**NO. 4781**
	)	
	)	

MOTION FOR APPROVAL OF RECEIVER, OUTSIDE COUNSEL AND THIRD PARTY CONTRACTORS FEES (MARCH 2009)

I. INTRODUCTION / BACKGROUND

Greg Gonzales, Commissioner of the Department of Financial Institutions for the State of Tennessee, and Receivership Management, Inc., Receiver of Sentinel Trust Company ("Receiver"), move this Court for an Order approving the fees presented for payment by the Receiver, outside counsel and third party contractors. Pursuant to the attached Order of this Court entered June 30, 2004, all fees and expenses of the Receiver, its officers or employees, counsel and third party litigation support are filed with the Court under seal and amounts of fees and time frames covered (as shown herein) are sent to non-privileged parties.

The former Commissioner of the Department of Financial Institutions, Kevin P. Lavender, entered a Notice of Possession for Sentinel Trust Company on May 18, 2004 and subsequently filed a Notice of Liquidation on June 18, 2004.

Pursuant to Tenn. Code Ann. § 45-2-1502(b)(2), Commissioner Lavender appointed Receivership Management, Inc. as Receiver for Sentinel Trust Company.

Pursuant to Tenn. Code Ann. § 45-2-1504(h)(1)(A), compensation for Jeanne Barnes Bryant, as President of Receivership Management, Inc., is fixed by the Commissioner of the

Department of Financial Institutions and all fees and expenses incurred are payable from the funds or assets of the Receivership estate. The Receiver will be reimbursed monthly for work by Ms. Bryant incurred for the Receivership estate in the amount of $125.00 per hour. The Receiver, on a monthly basis, submits invoices for all fees and expenses incurred or received during the particular month to the Commissioner of the Tennessee Department of Financial Institutions for approval prior to payment. These invoices are reviewed and paid after approval of the Commissioner and his staff.

II. MARCH 2009 FEES

Ms. Bryant performed work for this Receivership, as shown on the attached Exhibit for the period of March 1, 2009 – March 31, 2009 in the amount of $1,900.00 (detailed invoices of which are filed Under Seal). Those working under Ms. Bryant (Mr. Spaulding, Ms. Batey, Mr. Moore and Ms. Forton) have performed work for the Receivership and have incurred expenses as shown in the attached material for the period March 1, 2009 – March 31, 2009 in the amount of $826.00 (detailed invoices of which are filed Under Seal). Additionally, operating costs and expenses, as detailed in the Under Seal submission, charged by Receivership Management, Inc., amounted to $1,601.50 for March 2009. The Commissioner and his staff have determined these fees, costs and expenses to be reasonable, appropriate and necessary for the services rendered for the Receivership. These fees have been approved for payment. See Affidavits of Jeanne Barnes Bryant and Commissioner Greg Gonzales filed herewith.

The fee arrangements with outside counsel and the third party contractors were originally negotiated between the parties pursuant to the Notice of Possession dated May 18, 2004. Ms. Bryant, as President of the Receiver, the Commissioner and his staff have reviewed all of the Wyatt, Tarrant & Combs outside counsel billings and have found the fees to be fair, reasonable

and proper for the services provided. Ms. Bryant, as President of the Receiver, the Commissioner and his staff have also reviewed the billings and charges of Receivership Management, Inc. staff and the operating costs charges and have found these fees and charges to be fair, reasonable and proper for the services provided.

There are counsel and other independent contractors, both previously engaged by Sentinel Trust and engaged by the Receiver after the institution of this Receivership, which have been pursuing various defaulted bond issues and other matters in several states. As believed to be necessary by the Receiver, counsel retained prior to the institution of the Sentinel Trust Receivership has been instructed to continue work on several defaulted bond issues. Depending on the work completed during each monthly reporting period to the Court, counsel who worked on matters regarding Sentinel Trust will be listed separately and approval requested for payment. At this time, there are no fees due to any other counsel for work on defaulted bond issues.

The billings so reviewed, and for which Court approval is sought, are as follows:

A. Invoices for Jeanne Barnes Bryant for March 1, 2009 – March 31, 2009 in the amount of $1,900.00.

B. Invoices for services from the staff of and the operating costs and expenses incurred by Receivership Management, Inc. for March 1, 2009 – March 31, 2009 in the amount of $2,427.50.

C. Invoices for Wyatt, Tarrant & Combs, LLP for March 1, 2009 – March 31, 2009 in the amount of $3,440.89 ($2,426.59 on general Sentinel Receivership estate and litigation work; $840.00 on the Pine Bluff, Arkansas defaulted bond matter; $42.00 on the Texas Choice Communities defaulted bond matter and $132.30 on the Thompson Place defaulted bond matter).

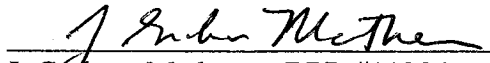
III. PROCEDURES TO RESPOND TO INSTANT MOTION

Pursuant to order entered by the Court on August 8, 2006, responses in opposition to this Motion must be filed with the Lewis County Chancery Court Clerk and Master on or before Monday, May 18, 2009. A copy of any response in opposition must be served, on or before that date, to undersigned counsel and mailed to Honorable Walter C. Kurtz, 708 Metropolitan Courthouse, Nashville, TN 37201. If responses in opposition are filed timely, the matter will come before the Court for hearing at a time set by the Court with notice given to all affected parties. If no responses in opposition are filed by Monday, May 18, 2009, a proposed order granting the Motion will be sent to Judge Kurtz for consideration and entry.

IV. CONCLUSION

Accordingly, the Commissioner and Receiver respectfully move this Court for an Order approving the fees set forth in the attached schedule as indicated pursuant to T.C.A. Section 45-2-1504(h)(1)(A).

Respectfully submitted,



J. Graham Matherne, BPR #11294
Wyatt, Tarrant & Combs, LLP
2525 West End Avenue, Suite 1500
Nashville, TN 37203-1423
(615) 244-0020

Counsel for Receivership Management, Inc., Receiver of Sentinel Trust Company

Janet M. Kleinfelter (by G. Mothen of permission)

Janet M. Kleinfelter
Senior Counsel/Special Litigation Division
Attorney General's Office
425 5th Avenue North
P.O. Box 20207
Nashville, TN 37243
(615) 741-7403

Counsel for Commissioner Greg Gonzales

CERTIFICATE OF SERVICE

This is to certify that, on May 6, 2009, a copy of the foregoing Motion has been sent by First Class U.S. Mail, postage paid, and by Federal Express as noted, to:

Donald Schwendimann
12 East Fourth Avenue
P.O. Box 366
Hohenwald, TN 38462
(via Federal Express)

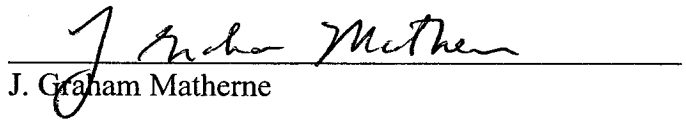
Larry Stewart
Adams and Reese/Stokes Bartholomew
424 Church Street, Suite 2800
Nashville, TN 37219

James S. Chase
John A. Decker
Hunton & Williams LLP
900 South Gay Street, Suite 2000
P.O. Box 951
Knoxville, TN 37901

James S. Hereford, Jr.
310 W. College Street
P.O. Box 802
Fayetteville, TN 37334-0802

David D. Peluso
P.O. Box 250
Hohenwald, TN 38462-0250

Diana M. Thimmig
Roetzel & Andress
1375 East Ninth Street
One Cleveland Center, Ninth Floor
Cleveland, OH 44114



J. Graham Matherne

45388826.1

IN THE CHANCERY COURT OF LEWIS COUNTY
AT HOHENWALD, TENNESSEE

FILED
11:56 AM June 30, 2004 PM
JANET WILLIAMS, CLERK & MASTER
BY: Selena Wy D.C.

In Re: Sentinel Trust Company) Case No. 4781

ORDER ALLOWING THE FILING OF FEE SUMMARY STATEMENTS OF RECEIVER, OUTSIDE COUNSEL AND THIRD PARTY LITIGATION SUPPORT CONTRACTORS AND ALLOWING THE FILING UNDER SEAL OF INVOICES CONTAINING DETAILED DESCRIPTION OF SERVICES RENDERED

Through Motion filed on June 18, 2004, the Receiver of Sentinel Trust Company has requested that in relation to reporting fee information to the Court 1) the detailed invoices relating to fees of herself, outside counsel and third party litigation support contractors be filed under seal, and 2) summaries of such fees be filed publicly. This Motion was heard on June 30, 2004. The Court is persuaded the Motion has merit and the relief requested should be granted.

Accordingly, the instant Motion is granted and the Court hereby ORDERS the following:

a) Public filing regarding fees of the Receiver, outside counsel and third party litigation support contractors shall be limited to summaries of such information -- i.e., name of recipient, time over which services were rendered and amount billed, and

b) Filing of the detailed invoices of services of the Receiver, outside counsel and third party litigation support contractors shall be UNDER SEAL and are to be free from public dissemination, distribution and circulation.

It is so ORDERED, this the 30 day of June, 2004

Chancellor

Submitted and Approved for Entry:

J. Graham Matherne
Wyatt, Tarrant & Combs
2525 West End Avenue, Suite 1500
Nashville, TN 37203-1423
(615) 244-0020

Counsel for Jeanne Barnes Bryant and
Receivership Management, Inc.
Receiver of Sentinel Trust Company

CERTIFICATE OF SERVICE

This is to certify that on June 18, 2004 a copy of the foregoing Notice has been sent by First Class U.S., postage paid, and/or by facsimile transmission to:

Danny Bates
205 Bastin Road
Hohenwald, TN 38462

Howard W. Cochran
3636 Mahlon Moore Road
Spring Hill, TN 37174

Gary L. O'Brien
63 Shady Lane
Hohenwald, TN 38462

William H. Farmer
Farmer & Luna
333 Union Street, Suite 300
Nashville, TN 37201
[FAX] (615) 254-7123

Clifton T. Bates
312 Bastin Road
Hohenwald, TN 38462

Bradley S. Lancaster
8448 Indian Hills Drive
Nashville, TN 37221

Danny N. Bates
Registered Agent for Sentinel Trust Company
29 West Main Street
Hohenwald, TN 38462

Donald Schwendimann
306 W. Main Street
P.O. Box 366
Hohenwald, TN 38462
[FAX] (931) 796-5692

Cecil D. Branstetter
Branstetter, Kilgore, Stranch & Jennings
227 Second Avenue, North
4th Floor
Nashville, TN 37201
[FAX] (615) 255-5419

J. Graham Matherne

J. Graham Matherne

IN THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE

IN RE:	)	
	)	
SENTINEL TRUST COMPANY	)	**NO. 4781**
	)	
	)	

AFFIDAVIT OF JEANNE BARNES BRYANT

I, Jeanne Barnes Bryant, after being duly sworn, state as follows:

1. I am of majority age and have personal knowledge of the facts set forth herein. I submit this Affidavit in support of the Motion for approval of fees as Receiver and for approval of counsel and third party contractor fees.

2. As President of Receivership Management, Inc., the Receiver appointed by the Commissioner, I have been responsible for the administration Notice of Possession entered by the Commissioner on May 18, 2004.

3. As President of Receivership Management, Inc., the Receiver appointed by the Commissioner, I have filed for interim fees in the Sentinel receivership in the amount of $1,900.00. This amount is due for the period of time March 1, 2009 – March 31, 2009.

4. The fees presented for approval were necessary for the work provided and are not duplicative or excessive. I believe the fees presented for approval are fair, reasonable, and proper for the services provided.

5. I am responsible for engaging and approving all third party contractors and for approving fees of legal counsel engaged by the Commissioner, all of whose fees are contained in this Motion. The invoices and fees attached as Exhibits to the Motion note the work performed, the amount charged, and the person performing the work. The invoices are filed with the Court under seal. I have determined that the rates being charged by the contractors and counsel are either at a discounted or market rate in their area for the services provided.

6. I have reviewed the individual invoices submitted for work by all the third party contractors. I have also reviewed the billings submitted for work by outside counsel for the period of March 1, 2009 through March 31, 2009. I have determined that the fees were necessary for the work provided and are not duplicative or excessive. I have submitted all invoices to the Department for approval on a monthly

basis. All invoices may be paid subsequent to receiving approval from the Commissioner each month.

7. I believe that all fees presented for approval contained in this filing are fair, reasonable, and proper for the necessary services provided.

FURTHER AFFIANT SAITH NOT.

JEANNE BARNES BRYANT (5835)

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Sworn to and subscribed before me this 17 day of April, 2009.

Notary Public

My commission expires: 5-3-11

MARY B. BATTEY
STATE OF TENNESSEE
NOTARY PUBLIC
WILLIAMSON COUNTY

IN THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE

IN RE:	)	
	)	
SENTINEL TRUST COMPANY	)	**No. 4781**
	)	
	)	

AFFIDAVIT OF COMMISSIONER GREG GONZALES

I, Greg Gonzales, after having been first duly sworn, do attest as follows:

1. I am of majority age and have personal knowledge of the facts set forth herein.

2. I am the Commissioner of the Tennessee Department of Financial Institutions. My predecessor Kevin P. Lavender, a Commissioner of the Tennessee Department of Financial Institutions, took emergency possession of Sentinel Trust Company on May 18, 2004 and appointed Receivership Management, Inc. as the Receiver for Sentinel Trust Company.

3. Either I, or my staff at my direction, have reviewed the fees and invoices contained in this filing for the services performed by the Receiver for the period March 1, 2009 – March 31, 2009.

4. Based on the recommendations of my staff, I have determined that the rates being charged by the Receiver are either at a discounted or market rate for the services provided.

5. Either I, or my staff at my direction, have reviewed the invoices and fees presented by the Receiver and I have determined that all of the services noted are fair, reasonable, and proper for the services provided, and that they are necessary costs of this receivership. The invoices and fees attached as Exhibits to the Motion note the work performed, the amount charged, and the person performing the work. No billings were excessive or duplicative.

6. Furthermore, either I, or my staff have reviewed the fees for Legal Counsel and Third Party Contractors approved by the Receiver and presented with this filing, and based on the recommendations of the Receiver, I have determined that these fees are fair, reasonable and proper for the services provided. All fees will be reviewed on a monthly basis prior to payment.

FURTHER AFFIANT SAITH NOT.

Greg Gonzales

Subscribed and sworn to before me by Greg Gonzales, on this the 5th day of May, 2009.

Paula J. Cagle
Notary Public

My Commission Expires: Sept. 25, 2010

PAULA J. CAGLE
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

INTERIM FEE SCHEDULE

DATE	DESCRIPTION	AMOUNT
03/09	Jeanne Barnes Bryant - March Fees	1,900.00
	TOTAL BRYANT FEES	**$1,900.00**

RMI STAFF, OPERATING COSTS & THIRD PARTY SCHEDULE

DATE	DESCRIPTION	AMOUNT
	Receivership Management, Inc.	
03/09	March Fees	826.00
03/09	Operating Cost - March 2009	1,601.50
	TOTAL RMI FEES	**$2,427.50**
	TOTAL FEES	**$2,427.50**

OUTSIDE COUNSEL

DATE	DESCRIPTION		AMOUNT
03/09	Wyatt Tarrant & Combs - March 2009	INV 774134	2,426.59
03/09	Wyatt Tarrant & Combs - March 2009	INV 774135	840.00
03/09	Wyatt Tarrant & Combs - March 2009	INV 774136	42.00
03/09	Wyatt Tarrant & Combs - March 2009	INV 774137	132.30
	TOTAL WYATT, TARRANT & COMBS FEES		**$3,440.89**
	TOTAL OUTSIDE COUNSEL FEES		**$3,440.89**